

RECORDATION NO. 30045-A FILED

DEC 29 '11 -5 30 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
URBAN A. LESTER

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.
20036

(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1984)

December 29, 2011

Chief of the Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment of Sublease Agreement, dated as of December 29, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Equipment Schedule No. 2 to Master Rail Lease Agreement being filed with the Board under Recordation Number 30045.

The names and addresses of the parties to the enclosed document are:

Lessor/Assignee: PNC Equipment Finance, LLC
620 Liberty Avenue
Pittsburgh, PA 15222

Lessee/Assignor: Trinity Industries Leasing Company
2525 Stemmons Freeway
Dallas, TX 75207

Chief of the Section of Administration
December 29, 2011
Page 2

A description of the railroad equipment covered by the enclosed document is:

45 tank railcars: TILX 200752 – TILX 200796.

A short summary of the document to appear in the index is:

Memorandum of Assignment of Sublease Agreement

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



✓ Edward M. Luria

EML/sem
Enclosures

RECORDATION NO. 30045-A FILED

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SURFACE TRANSPORTATION BOARD

MEMORANDUM OF ASSIGNMENT OF SUBLEASE AGREEMENT

between

TRINITY INDUSTRIES LEASING COMPANY,
as Lessee,

and

PNC EQUIPMENT FINANCE, LLC,
as Lessor

**FILED WITH THE SURFACE TRANSPORTATION BOARD
PURSUANT TO 49 U.S.C. SECTION 11301(a)
on December __, 2011 at __: __.m.**

MEMORANDUM OF ASSIGNMENT OF SUBLEASE AGREEMENT

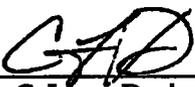
THIS MEMORANDUM OF ASSIGNMENT OF SUBLEASE AGREEMENT is effective as of December 29, 2011 by and between TRINITY INDUSTRIES LEASING COMPANY ("Lessee") and PNC EQUIPMENT FINANCE, LLC ("Lessor") with reference to the following:

Lessee, as lessee, and Lessor, as lessor, are parties to that certain Equipment Schedule No. 2 dated as of December 29, 2011 to Master Rail Lease Agreement, dated as of November 23, 2011 by and between Lessee and RBS Asset Finance, Inc. (the "Master Rail Lease"), whereby Lessee has assigned, transferred and set over to Lessor a continuing, first-priority security interest in and to the sublease of any of the railcars described in Exhibit A hereto, together with all proceeds thereof.

[REMAINDER OF PAGE INTENTIONALLY BLANK; EXECUTION PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: 
Name: C. Lance Davis
Title: Vice President

PNC EQUIPMENT FINANCE, LLC

By: _____
Name: _____
Title: _____

[EXECUTION PAGE OF MEMORANDUM OF
ASSIGNMENT OF SUBLEASE AGREEMENT]
(SCHEDULE NO. 2)

COMMONWEALTH OF PENNSYLVANIA

§
§
§

SS:

COUNTY OF _____

On this, the ____ day of _____, 2011, before me _____, the undersigned officer, personally appeared _____, who acknowledged himself/herself to be _____ of PNC EQUIPMENT FINANCE, LLC, a limited liability company, and that he/she as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself/herself as _____.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

Notary Public

[Notarial Seal]

My commission expires:

STATE OF TEXAS

§
§
§

SS:

COUNTY OF DALLAS

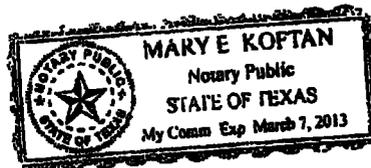
On this 21st day of December, 2011, before me personally appeared C. Lance Davis, to me personally known, who being by me duly sworn, says that he/she is Vice President of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum was the free act and deed of said entity.

Mary E. Koftan
Notary Public

[Notarial Seal]

My commission expires:

March 7, 2013

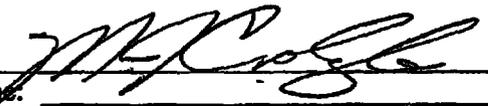


IN WITNESS WHEREOF, the parties have each caused this Memorandum to be duly executed by their respective officers duly authorized as of the date hereof.

TRINITY INDUSTRIES LEASING
COMPANY

By: _____
Name: _____
Title: _____

PNC EQUIPMENT FINANCE, LLC

By: 
Name: _____
Title: **Michael J. Colangelo**
Vice President

[EXECUTION PAGE OF MEMORANDUM OF
ASSIGNMENT OF SUBLEASE AGREEMENT]
(SCHEDULE NO. 2)

COMMONWEALTH OF PENNSYLVANIA

§
§

SS:

COUNTY OF ALLEGHENY

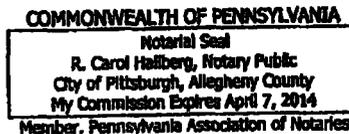
On this, the 28th day of December, 2011, before me, R. Carol Hallberg, personally appeared Michael J. Colangelo, who acknowledged himself to be Vice President of PNC EQUIPMENT FINANCE, LLC, a limited liability company, and that he as such member being authorized to do so, executed the foregoing Memorandum for the purposes therein contained by signing the name of the limited liability company by himself Vice President.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.

R. Carol Hallberg

Notary Public

[Notarial Seal]



My commission expires:

April 07, 2014

STATE OF TEXAS

§
§
§

SS:

COUNTY OF DALLAS

On this _____ day of _____, 2011, before me personally appeared _____, to me personally known, who being by me duly sworn, says that he/she is _____ of TRINITY INDUSTRIES LEASING COMPANY, and that the foregoing Memorandum was signed on behalf of said entity. Further, he/she acknowledged that the execution of the foregoing Memorandum was the free act and deed of said entity.

Notary Public

[Notarial Seal]

My commission expires:

EXHIBIT A

**DESCRIPTION OF EQUIPMENT SUBJECT
TO ASSIGNED SUBLEASE**

45 insulated, non-coiled, tank cars, 20,413 U.S. Gallon nominal capacity, DOT 111A100W1,
with the following respective reporting marks and numbers:

TILX200752	TILX200791
TILX200753	TILX200792
TILX200754	TILX200793
TILX200755	TILX200794
TILX200756	TILX200795
TILX200757	TILX200796
TILX200758	
TILX200759	
TILX200760	
TILX200761	
TILX200762	
TILX200763	
TILX200764	
TILX200765	
TILX200766	
TILX200767	
TILX200768	
TILX200769	
TILX200770	
TILX200771	
TILX200772	
TILX200773	
TILX200774	
TILX200775	
TILX200776	
TILX200777	
TILX200778	
TILX200779	
TILX200780	
TILX200781	
TILX200782	
TILX200783	
TILX200784	
TILX200785	
TILX200786	
TILX200787	
TILX200788	
TILX200789	
TILX200790	

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated. 12/29/11

Edward M Luria
Edward M. Luria